

**UNITED COLLEGES GROUP  
CORPORATION**

**Minutes of the Meeting held on Monday, 17 December 2018 at 6.00pm  
At the Wembley Campus**

**PART ONE**

**Present**

Tony Johnston (Chair)  
Alex Fyfe  
Keith Cowell (CEO)  
Glenys Arthur  
Jan Knight (Vice Chair) (from Item 5 onwards)  
Brenda Goring Moore  
Lee Horsley  
Cllr Matthew Green  
John Petrie (Vice Chair)  
Mary Elliott  
Ravina Jignesh (to 7.45 pm)

**Also in Attendance**

Amanda Thorneycroft, Chief Operating Officer  
Jackie Grubb, Principal CWC  
Stephen Davis, Principal CNWL  
Arlene Brathwaite, Head of HR UCG (Item 9a only)

Zoe Lawrence, Director of Governance (Observer)

Natalie Watt Interim Clerk to the Corporation (Minutes)

\*The items were taken in the order of the minutes below.

**1. Attendance and Apologies for Absence**

Simon Haben, Peter Child, Joshua Okakpu (CWC Student Governor).

The meeting was quorate throughout.

**2. Declarations of Interest.**

- Brenda Goring Moore – Item 15 d). Interest declared.
- Keith Cowell – Item 16 b)
- Anthony Johnston – Item 16 c)
- Cllr Matthew Green – Item 10 b) potential conflict for future decisions relating to planning in Westminster also declared.

**3. Health and Safety Announcements**

The Chair of the Corporation confirmed standard arrangements were in place and no fire drills or alarm testing was expected.

**4. Chairs Report and Announcements**

**Part 1**

The Chair welcomed all to the meeting and invited new attendees to introduce themselves. The Chair introduced the newly elected CNWL Student Governor, Ravina Jignesh. The Chair also welcomed Zoe Lawrence as the newly appointed Director of Governance, who was due to take up her role from 2<sup>nd</sup> January 2019.

**Part 2 – Chair Announcements - Subject to a separate confidential minute.**

**5. i) Part One - Minutes of the meeting held on 10 October 2018**

The minutes were **APPROVED** as a true and fair record of the meeting and were signed by the Chair of the Corporation.  
Matters arising addressed on the agenda.

**ii) Part Two - Minutes of the meeting held on 10 October 2018**

The minutes were **APPROVED** as a true and fair record of the meeting and were signed by the Chair of the Corporation.  
Matters arising addressed on the agenda.

**9a. Human Resources Annual Report 2017/18**

- The report was presented by the Head of HR, Arlene Brathwaite. Members' attention was drawn to 1.4 and the age profile of staff.
- Members were informed that further work was needed to develop opportunities to reduce the age profile of staff over time and improve more formal succession planning.
- Members' attention was also drawn to the sickness and absence information provided in section 2. Members noted the differing reporting structures at CWC and CNWL. The Head of HR confirmed that the systems would be reviewed during the year and it was planned to streamline them into one.
- Members noted the update on employee relations and the spend on ET cases for 2017/18.
- Discussion followed on what support mechanisms and system were in place for staff and the importance of ensuring that staff were able to have a good work-life balance.
- Members' attention was drawn to section 4 and the recruitment of staff for 2017/18. Discussion followed on the level of turnover.
- The Head of HR assured the Board that turnover was within expected levels in light of the restructures that were undertaken post-merger.
- Discussion followed on the organisation's commitment to paying the London Living Wage and it was noted that this would also be discussed under later agenda items.
- The Head of HR confirmed that UCG were the first college to make this commitment. Detailed discussion followed on the management programme in place and the Head of HR confirmed that she was a participant in the scheme.
- Members discussed the level of mental health support available. The Head of HR confirmed that there were mental health first aiders in place at CNWL but that this had not yet been rolled out at CWC.
- Detailed discussion followed on the stressful external environment and the potential impact of BREXIT on employees.
- Members offered several suggestions to the Head of HR on information sources that could help with this issue. It was agreed that Cllr Green would forward details of briefings and sessions held by Westminster Council for Westminster residents to enable them to navigate through the process.
- Members noted that similar briefings were also being provided by Camden Council and central Government and the SLT were urged to register for formal updates.

**Cllr Green**

- The Head of HR discussed the number of staff who may be affected by this and confirmed that HR were aware of all those whose passports indicated potential issues.
- Members queried whether a specific risk assessment had been undertaken in relation to the impact of a no-deal BREXIT. Members were informed that this had not yet been addressed and would be worked through the normal risk assessment process in the New Year.
- Members requested that this be actioned asap and reported back as appropriate.
- The CEO acknowledged the request but assured Members that the initial risk assessment indicated that this was an area of limited concern in the context of current staff employed.

**CEO**

The Corporation **RESOLVED** to **RECEIVE** the Annual HR report.

## 6. **Quality Improvement**

### a) **Unconfirmed Minutes of the Teaching, Learning and Skills Committee held on 21<sup>st</sup> November 2018.**

- The Chair of the Committee reported on business undertaken by the Committee. Members were asked to note that student exclusions were reported in detail by CNWL and that CWC had been unable to provide a breakdown. It was agreed that this would be amended in the draft minutes.
- The Board were informed that 3 Governors had participated in the validation process at CWC and the Vice Chair had attended at CNWL.
- Members were informed that the Committee had satisfied itself that the SAR process was robust and endorsed the grades.
- The Board were informed that the Committee had spent a significant amount of time reviewing a detailed paper on HE and endorsed the need for a strategy to come to the Corporation as soon as possible.
- Following discussion, it was noted that the strategy would be presented to the Committee first and to the Corporation at its next meeting.
- The Chair of the Corporation informed Members that he had also asked for this to be a topic of discussion at the forthcoming away day in terms of exploring additional sources of income.

**Interim Clerk**

**Dir. of Governance**

The Corporation **RESOLVED** to **RECEIVE** the draft Committee minutes.

### b) **Achievement Rates**

- This report was presented by the CEO. Members' attention was drawn to the table at 1.1 which demonstrated that there was improvement in every category during 2017/18.
- Discussion followed on the specific concerns that related to individual areas and it was noted that these concerns were not cross-group.
- Discussion also followed on the level of subcontracting on apprenticeships.
- The Principal at CNWL noted that UCG was in the top 10% nationally for delivery of apprenticeships when the aggregated scores were taken into account.
- Members discussed age groups within courses, qualifications and within the context of this year's enrolments.
- Members noted that there were still areas of significant concern within the Group and emphasised the Board's need to see specific data on these areas.
- The Principal of CNWL confirmed that the Board would be provided with disaggregated data so that these areas were readily identifiable.

- Members were informed that this year UCG would be providing aggregated data, but that OFSTED required disaggregated data for the following year. Noted.
- Discussion followed on the inadequate areas of provision at CNWL noting that this equated to 25% of all provision at the College.
- Members also raised the issue of ethnicity profiles in relation to achievement data and the need for the Board to be aware of any trends. Noted.
- The Chair of the TLS Committee informed the Board that this area was discussed in detail at the Committee.
- Members discussed the need for continuous review in areas of decline and that consideration should be given to streamlining these areas.
- The CEO advised the Board that this could result in long term harm to the overall curriculum plan and delivery and that each decision needed to be worked through by the SLT.
- Discussion followed on the impact of curriculum cuts at other London colleges and the unintended consequences that had arisen as a result of those actions.
- Discussion followed on the need for further stretch and challenge particularly of ESOL students at Wembley.
- Members discussed the tension between ensuring that UCG delivered to its mission and values whilst ensuring that it was pragmatic and realistic about its ability to deliver high quality provision.
- Members challenged the lack of sustainable quality improvements in relation to the additional resources allocated at the start of 2017/18.
- The SLT acknowledged that the short-term impact had not been sustainable and that the new approach would ensure that any positive progress would focus on embedding and delivering longer term quality gains.
- The Principal at CNWL informed and assured the Board that he had now appointed a strong management team to deliver improved quality.
- Discussion followed on the importance of attendance and accurate assessments.
- Members provided positive feedback to the Board on recent learning walks that had been undertaken which enabled some triangulation of the points raised above.

The Corporation **RESOLVED** to **RECEIVE** the report.

**c) UCG Self-Assessment Report 2017/18 & Quality Improvement Plan.**

- The CEO confirmed that both detailed SAR's had been reviewed by the Teaching, Learning and Skills Committee.
- Members were informed that the VPs from both colleges had been tasked with validating the overarching UCG SAR and presenting the results to the SLT for approval and subsequent recommendation to the Board.
- Members noted that the combined SAR proposed an overall Grade 3 – Requires Improvement. Members were informed that detailed discussion and challenged had taken place on the outcomes for Learners.
- Members were informed that the achievements were disaggregated on achievements but combined for the UCG SAR. Noted.
- Discussion followed on the 2017/18 SAR and also the progress made in the early part of 2018/19.
- The Board were informed that a position statements would be kept updated as live documents which would address the recent progress made. It was agreed that this position statement would be provided to Governors as needed.

- Members expressed their significant concerns at the widespread use of the word inconsistent but accepted that this reflected the position as at the end of 2017/18.
- Members noted the high level of jargon used in the document and it was agreed that this would be reduced where possible for future reports.
- The Chair of the Corporation sought more information on high needs learners.
- The Principal at CWC assured the Board that she had a high level of confidence that the high needs learners enjoyed their college experience within a safe environment but acknowledged that more work was needed to ensure that they were stretched and challenged.
- The Principal of CNWL noted that provision for high needs learners was an area of strength for CNWL. It was agreed that a more forensic look at the distance travelled for all learners, including high needs Learners, would be needed during 2018/19.
- Members queried whether there was any value in having an independent external assessor. The CEO informed the Board that one of the VPs who undertook the validation process was a current OFSTED Inspector and had provided this assurance for 2017/18.
- Discussion followed on the attached Quality Improvement Plan.
- The CEO confirmed that the QIP focussed on areas of significant weakness and delivered to the areas identified in the overarching UCG SAR.
- It was noted that more detailed college specific QIP actions would be reported through to the Teaching, Learning and Skills Committee during the course of the year.

The Corporation **RESOLVED** to **APPROVE** the UCG SAR Grade 3 and the Quality improvement Plan for 2017/18.

#### **d) Higher Education 2017/18 Performance and Improvements for 2018/19**

- The Principal of CWC presented the report. Members were informed that the report complied with the requirements of the Office of Students and supported the application made on behalf of UCG.
- Members noted that a more detailed higher education strategy plan would be forthcoming in the New Year.
- Members noted the key areas of improvement identified in the report and the feedback on the survey results.
- The Principal confirmed that there would be a greater focus on the HE Learner voice during 2018/19.
- Members queried and discussed the expected delivery of achievements in-year for HE.
- It was noted that further data and analysis was needed.
- The Principal of CWC confirmed that a more detailed action plan would be monitored by the TLS Committee during the course of the year.

The Corporation **RESOLVED** to **RECEIVE** the report and **APPROVED** the production of a UCG HE Improvement plan for 2018-21.

#### **e) Safeguarding End of Year Reports 2017/18**

- The designated Safeguarding Governor confirmed that a series of visits had been established to enable her to monitor developments in both colleges.
- The Chair of the Teaching, Learning and Skills Committee confirmed that the report had been received and discussed in detail at the Committee meeting.

The Corporation **RESOLVED** to **RECEIVE** the Annual Report on Safeguarding for 2017/18.

## 7. **Finance & Audit**

### a) **Unconfirmed Part Two Confidential Minutes of the FGP meeting held on 28 November 2018.**

- The Chair of the Committee drew to Members' attention the further detailed consideration of the Marketing Plan and the analysis that had been requested in relation to the spend and impact of the marketing strategy.
- Members discussed their experience of marketing information and the expectations that the Group should have in relation to the detail of the data available for this area of work.
- Discussion followed on the work that was being undertaken in relation to the digital journey and the further development of the websites.
- The Chair of the Committee also informed the Board that the Operational Continuity Plan had been discussed. The Committee had asked that evidence that the plan, when finalised, had been tested had also been requested.

The Corporation **RESOLVED** to **RECEIVE** the draft minutes for information.

### b) **Unconfirmed minutes of the Audit Committee meeting held on 5 December 2018.**

- The Chair of the Committee presented the minutes and drew to Members' attention that both auditors had offered unqualified audit opinions.
- The Chair of the Committee informed Members that an additional report had been requested and received detailing the sequence of events which led to the challenging cash flow situation over the summer.
- Discussion followed on the actions needed to ensure that this did not happen again.
- Members acknowledged that the events would be dependent on the sale of Queens Park and it was agreed that close monitoring of the situation was needed.
- The Chair of the Audit Committee confirmed that this matter would be addressed at the next meeting and the Committee would expect to receive an assurance that close monitoring of the cash flow by the Board was being delivered.
- It was agreed that an additional meeting of the FGP Committee would be scheduled for early February 2018.
- The Chair of the Committee also informed Members that he had requested that the Internal Auditors review capital project and associated risk registers.
- It was noted that additional days may be required as part of this but that an update would be provided to the next Audit Committee in due course. Agreed.

The Corporation **RESOLVED** to **RECEIVE** the draft minutes of the Audit Committee for information.

### c) **Audit Committee Annual Report 2017/18**

- The Chair of the Committee confirmed that the report accurately reflected the work undertaken by the Committee during the course of the year.
- With the exception of the above matter relating to cash flow there were no specific issues to bring to the attention of the Corporation.

The Corporation **RESOLVED** to **RECEIVE** and **APPROVE** the Audit Committee Annual Report for submission to the funding body as appropriate.

### d) **Internal Audit Annual Report 2017/18**

- The Annual Report was presented by the Chief Operating Officer (COO).
- It was noted that the report had been received by the Audit Committee and discussed in detail at the meeting.
- The COO confirmed that audit reports had been issued and received by the Committee. More findings had been reported than in previous years as expected.
- The Corporation were informed that the Internal Auditors had been directed to areas of potential weakness to ensure that strong action plans were in place, this was to ensure that areas of high risk received further scrutiny. Members endorsed this approach.

The Corporation **RESOLVED** to **RECEIVE** and **APPROVE** the Internal Audit Annual Report for 2017/18.

**e) External Auditors Management Letter and Financial Statements Audit and Regularity Audit 2017/2018 and Financial Statements 2017/18.**

- The Chair of the FGP Committee referred Members to the detailed minutes and scrutiny that the financial statements had received at Committee.
- The Chair of the Audit Committee also assured the Corporation that the Audit Committee had also undertaken a detailed review of the management letter.
- Both Committee Chairs endorsed the approval of the Financial Statements and the receipt of the Management Letter.
- The COO clarified the naming of the organisation and confirmed that where the phrase the College was used this referred to the College Group. Where reference was made to the Group accounts this encompassed UCG Colleges and CWC Enterprises Ltd.
- The COO also informed the Board that the current directors for CWC Enterprises had been confirmed as Keith Cowell, CEO and Anthony Johnston, Chair of the Corporation.
- The Chair noted that confusion over the references to Colleges and the group. It was noted that a Communication Strategy would also be delivered and approved by the Summer.
- The COO advised Members that the October Management Accounts had been provided to the Audit Committee (not yet scrutinised by FGP) to support the view of the Auditors that UCG was a going concern.
- Discussion followed on the accounting practices and treatments of CWC enterprises for 2017/18.
- The COO further confirmed that the figures presented as part of the financial statements largely reflected those presented at the July Corporation meeting.
- The Corporation was informed that following the FGP Committee feedback had been received on the narrative and the Statement of Governance.
- All changes had now been made and the report and statements presented were for approval and signature post meeting. Noting.
- Members flagged up a point of fact with the start date of the principal of CWC.
- Following discussion, it was agreed that the accounts would be signed but that this item would be amended to reflect the actual start date of the individual concerned.
- The COO confirmed that the Auditors were satisfied with the statements as presented.

The Corporation **RESOLVED** to **APPROVE** the Financial Statements for signing by the Chair of the Corporation on behalf of the Corporation, subject to the amendment of the text relating to the Principal of CWC's start date.

The Corporation further **RESOLVED** to **RECEIVE** and sign the management letters relating to the Financial Statements and the United Colleges Group incorporating CWC Enterprises Ltd.

**f) Management Accounts September 2018 – Subject to Part 2 Confidential Minute.**

The Corporation **RESOLVED** to **RECEIVE** and **APPROVE** the Management Accounts for September 2018.

**g) Health and Safety Annual Report 2017/18**

- The Chief Operating Officer (COO) confirmed that this report was being recommended by the FGP Committee.

The Corporation **RESOLVED** to **RECEIVE** and **APPROVE** the Health and Safety Annual Report for 2017/18.

**8. Performance against Enrolment and Funding Targets.**

- The CEO confirmed that this report had been scrutinised at the FGP Committee.

The Corporation **RESOLVED** to **RECEIVE** the Report.

**9. Stakeholders**

**b) Employer Feedback Report**

The Corporation **RESOLVED** to **RECEIVE** the Report.

**c) Learner Voice Monitoring Report**

The Corporation **RESOLVED** to **RECEIVE** the Report.

**d) Feedback from Student Governor**

- The Interim Clerk informed the Corporation on behalf of the Student Governor (CNWL) (who had left the meeting at this point) that the main feedback from students had been concern at the provision of IT within the college at CNWL.
- The Principal of CNWL discussed the roll out programme in detail and assured Members that the IT needs of the students were addressed and that support and access issues to hardware and Wi-Fi was being dealt with.
- Discussion followed on the lack of investment during previous years.
- Members fed back on a recent visit to CNWL and confirmed that students main cause of dissatisfaction was the IT.
- The Principal of CNWL agreed to provide more feedback on the roll out of the IT project to the Spring term meeting of the TLS Committee.

**Principal  
CNWL**

The Corporation **RESOLVED** to **RECEIVE** the update.

**10. Estates - CONFIDENTIAL  
Subject to Part Two Confidential Minutes**

**11. Health & Safety and Risk**

**a) Health and Safety Annual Report 2017/18**

- The Chief Operating Officer confirmed that the report had been submitted to the Committee and considered in detail.

The Corporation **RESOLVED** to **RECEIVE** the Health and Safety Annual Report 2017/18.

**b) Risk Management Report and Risk Registers.**

- The Chair of the Audit Committee informed the Corporation that the Risk Register had **NOT** been scrutinised in detail at the Committee due to the lateness of the dispatch.
- The Chair of the Corporation noted that the Governance Risk Register would receive detailed scrutiny by the Chair of the Search and Governance Committee who had set up a meeting with the CEO, the COO and the new Director of Governance for 16<sup>th</sup> January 2019.
- The Chair of the Audit Committee confirmed that he had asked the Internal Auditors to provide advice and guidance on the management and monitoring of risk through the capital project.
- It was agreed that the detailed risk registers would be scrutinised and discussed by the Committee Chairs at a later date.
- The Director of Governance was asked to set up a meeting of the Committee Chairs for the new year to discuss, Risks, Committee Membership, Governance Structure and Self-Assessment.
- Members sought assurance that the top risks were reviewed by the SLT on a regular basis. The COO confirmed this.

**Dir. of  
Governance**

The Corporation **RESOLVED** to **RECEIVE** the Risk Registers recognising that they would need to be subject to further scrutiny as detailed above.

**12. Corporation Dashboard**

- The CEO presented the report. Members were informed further progress had been made recently and more of the indicators would be green as at the next report.

The Corporation **RESOLVED** to **RECEIVE** the report.

**13. Chief Executive Officer's Report**

- The CEO presented the report to the Corporation. Member's attention was drawn to section 2.2 and the update on the achievement of Microsoft Showcase College status with pockets of excellent practice that had been identified at CWC.

The Corporation **RESOLVED** to **RECEIVE** the report.

**14. Policies and Contracts**

**a) Equality and Diversity Policy**

The Corporation **RESOLVED** to **APPROVE** the Equality and Diversity Policy.

**b) Health and Safety Policy**

The Corporation **RESOLVED** to **APPROVE** the Health and Safety Policy.

**c) Approval sought for the awarding of the Cleaning Contract** – Subject to a Part Two Confidential Minute.

**d) Approval sought for the awarding of the Security Contract** – Subject to a Part Two Confidential Minute.

## 15. **Governance**

\*Brenda Goring Moore declared her interest on the appointments being recommended.

- The Chair of the Committee updated the Corporation on the scope of work covered at the Committees. The Committee Chair expressed her appreciation to the Interim Clerk for her work during the past months. The Chair of the Committee also thanked Brenda Goring Moore for her contribution to the Committee especially in using her networks to source prospective Governors.

### **a) Unconfirmed Part One Minutes of the Search and Governance Committee meeting of 7 November 2018.**

The Minutes were **RECEIVED** for information.

### **b) Unconfirmed Part Two Minutes of the Search and Governance Committee meeting of 7 November 2018**

The Minutes were **RECEIVED** for information.

### **c) Unconfirmed Part One Minutes of the Search and Governance Committee meeting of 29 November 2018.**

The Minutes were **RECEIVED** for information.

#### **c) Appointment of new Governors and Update on the Constitution and Membership of Committees.**

- The Interim Clerk presented the report to Governors. The Chair of the Committee summarised the interview process.

The Corporation **RESOLVED** to **APPROVE** the appointment of:

- **Norman Whyte as an Independent Governor**
- **Franklin Asante as an Independent Governor**
- **Angela Drisedale Gordon as an External Co-Opted Member of the Teaching, Learning and Skills Committee.**
- **Amish Nathwani as an External Co-Opted Member of the Audit Committee.**

The Corporation further **RESOLVED** to **RATIFY** the appointment of Ravina Jignesh as the Student Governor for CNWL.

#### **d) Governance Annual Report & Governance Self Assessment 2017/18**

- The Committee Chair drew to Members' attention that further work was planned to unpick and review in detail the self-assessment report and comments.
- It was proposed that a meeting of Committee Chairs be convened by the new Director of Governance to undertake this review and create a meaningful and useful Governors Development plan. Agreed.

The Corporation **RESOLVED** to **RECEIVE** and **APPROVE** the Governance Annual Report.

#### **e) Review of Committee Terms of Reference**

- The Interim Clerk confirmed that the changes proposed had been discussed at the respective Committees. Members were also advised that a more in-depth review would be undertaken in the New Year, by the new Director of Governance. Noted.

The Corporation **RESOLVED** to **APPROVE** the Terms of Office for the Committees as presented.

## **PART TWO**

### **The following items were subject to Part Two Confidential Minutes**

#### **16. Remuneration - Subject to separate Part Two Confidential Minutes**

- a) Minutes of the Meeting held on 3 December 2018
- b) Annual Review of Senior Post holders
- c) Payment to Chair of the Corporation

## **PART ONE**

#### **17. Any Other Urgent Business.**

- h) **FE Commissioner Termly Sector Update** – The Interim Clerk drew Members' attention to the update.

**ii) AoC Insolvency Briefing for Information** –The Chair drew Members attention to the briefing and confirmed that more time would be given to considering the implications of the Insolvency Act in due course in 2019.

#### **18. Date of Next Meeting**

- **Saturday 26<sup>th</sup> January 2019 at Buzzacotts Offices Central London**
- **Wednesday 3 April 2019 at 6pm (Venue to be confirmed)**

#### **19. Issues of Confidentiality**

- **Items identified above.**

**Signed By:**\_\_\_\_\_

**Date:**\_\_\_\_\_